

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

NOTICE OF (I) APPROVAL OF DISCLOSURE STATEMENT;  
(II) ESTABLISHMENT OF A RECORD DATE FOR VOTING PURPOSES;  
(III) HEARING TO CONSIDER CONFIRMATION OF THE PLAN;  
(IV) PROCEDURES FOR OBJECTING TO CONFIRMATION OF THE PLAN; AND  
(V) PROCEDURES AND DEADLINE FOR VOTING ON THE PLAN

<sup>1</sup> Capitalized terms used herein but not defined herein have the meanings ascribed to such terms in the Disclosure Statement and the Voting Procedures.

5. *The Asbestos PI Permanent Channeling Injunction is an injunction under section 524(g) of the Bankruptcy Code, applicable to all persons and entities, that results in the permanent channeling of all Asbestos Personal Injury Claims against any PI Protected Party to a new trust for resolution and payment. Pursuant to the Asbestos PI Permanent Channeling Injunction and the Plan, the following entities will be PI Protected Parties and, therefore, protected by the scope of the injunction:*

- AWI;
- Reorganized AWI;
- Holdings;
- AWWD;
- any Affiliate;
- Interface Solutions, Inc., a corporation organized under the laws of Pennsylvania, or Armacell LLC, a limited liability company organized under the laws of Delaware, but only to the extent that either such Entity is alleged to be directly or indirectly liable for the conduct of, Claims against, or Demands on AWI, or the Asbestos PI Trust on account of Asbestos Personal Injury Claims;
- any Entity that, pursuant to the Plan or after the Effective Date, becomes a direct or indirect transferee of, or successor to, any assets of AWI, Reorganized AWI, or the Asbestos PI Trust (but only to the extent that liability is asserted to exist by reason of it becoming such a transferee or successor);
- any Entity that, pursuant to the Plan or after the Effective Date, makes a loan to Reorganized AWI, or the Asbestos PI Trust, or to a successor to, or transferee of, any assets of AWI, Reorganized AWI, or the Asbestos PI Trust (but only to the extent that liability is asserted to exist by reason of such Entity becoming such a lender or to the extent any pledge of assets made in connection with such a loan is sought to be upset or impaired); or
- any Entity to the extent he, she, or it is alleged to be directly or indirectly liable for the conduct of, Claims against, or Demands on AWI, Reorganized AWI, or the Asbestos PI Trust on account of Asbestos Personal Injury Claims by reason of one or more of the following:
  - such Entity's ownership of a financial interest in AWI or Reorganized AWI, a past or present affiliate of AWI or Reorganized AWI (other than ACandS, Inc. f/k/a Armstrong Contracting and Supply Corp.), or predecessor in interest of AWI or Reorganized AWI;
  - such Entity's involvement in the management of AWI, AWWD, Holdings, an Affiliate, Reorganized AWI, or any predecessor in interest of AWI or Reorganized AWI;
  - such Entity's service as an officer, director, or employee of AWI, Reorganized AWI, AWWD, Holdings, an Affiliate, any past or present affiliate of AWI or Reorganized AWI (other than ACandS, Inc. f/k/a Armstrong Contracting and Supply Corp.), any predecessor in interest of AWI or Reorganized AWI, or any Entity that owns or at any time has owned a financial interest in AWI or Reorganized AWI, any past or present affiliate of AWI or Reorganized AWI (other than ACandS, Inc. f/k/a Armstrong Contracting and Supply Corp.), or any predecessor in interest of AWI or Reorganized AWI;
  - such Entity's provision of insurance to (a) AWI, (b) Reorganized AWI, (c) any past or present affiliate of AWI or Reorganized AWI (other than ACandS, Inc. f/k/a Armstrong Contracting and Supply Corp.), (d) any predecessor in interest of AWI or Reorganized AWI, or (e) any Entity that owns or at any time has owned a financial interest in AWI or Reorganized AWI, any past or present affiliate of AWI or Reorganized AWI (other than ACandS, Inc. f/k/a Armstrong Contracting and Supply Corp.), or any predecessor in interest of AWI or Reorganized AWI, but only to the extent that AWI, Reorganized AWI, or the Asbestos PI Trust enters into a settlement with such Entity that is approved by the Bankruptcy Court and expressly provides that such Entity shall be entitled to the protection of the Asbestos PI Permanent Channeling Injunction as a PI Protected Party; or

- such Entity's involvement in a transaction changing the corporate structure, or in a loan or other financial transaction affecting the financial condition, of AWI, AWWID, Holdings, an Affiliate, Reorganized AWI, any past or present affiliate of AWI or Reorganized AWI, any predecessor in interest of AWI or Reorganized AWI, or any Entity that owns or at any time has owned a financial interest in AWI or Reorganized AWI, any past or present affiliate of AWI or Reorganized AWI (other than ACandS, Inc. f/k/a Armstrong Contracting and Supply Corp.), or any predecessor in interest of AWI or Reorganized AWI.

6. *The Claims Trading Injunction is an injunction that prohibits the transfer (with certain exceptions) of Asbestos Personal Injury Claims after the Effective Date of the Plan. See section 1.40 of the Plan for a detailed description of the Claims Trading Injunction.*

7. A hearing (the "**Confirmation Hearing**") to consider the confirmation of the Plan will be held at 9:30 a.m., Eastern Time, on November 17, 2003, at the Martin Luther King, Jr. Federal Building and U.S. Courthouse, 50 Walnut Street, Newark, New Jersey, Courtroom 4609. The Confirmation Hearing may be continued from time to time without further notice other than the announcement by AWI of the adjourned date(s) at the Confirmation Hearing or any continued hearing, and the Plan may be modified, if necessary, pursuant to 11 U.S.C. § 1127 prior to, during, or as a result of the Confirmation Hearing, without further notice to interested parties other than by filing such modifications with the Court prior to the Confirmation Hearing or announcing any such modifications at the Confirmation Hearing.

8. In accordance with the Voting Procedures, Solicitation Packages, including copies of the Plan and Disclosure Statement, will be mailed to all known creditors, except to individual holders of Asbestos Personal Injury Claims who are represented by counsel known to AWI. Holders of Claims, other than individual holders of Asbestos Personal Injury Claims who are represented by known counsel, that are entitled to vote on the Plan will receive ballots and instructions for voting in the Solicitation Packages. Individual holders of Asbestos Personal Injury Claims who are represented by known counsel may receive a copy of the Disclosure Statement and a ballot from their counsel and may authorize their counsel to vote their Claims. To the extent counsel is not authorized to vote their claims, individual holders of Asbestos Personal Injury Claims will be sent Solicitation Packages directly once counsel provides their names and addresses to AWI. Individual holders of Asbestos Personal Injury Claims or attorneys for the holders of Asbestos Personal Injury Claims also may receive a Solicitation Package by calling the Special Voting Agent toll-free at (877) 750-2689. Such materials also may be viewed at and downloaded from AWI's website, at [www.armstrongplan.com](http://www.armstrongplan.com).

9. Shareholders of Armstrong Holdings, Inc. do not have a direct interest in AWI and, therefore, are not entitled to vote on the Plan. Shareholders will be receiving, however, a Disclosure Statement and, pursuant to the Order, are entitled to file objections to confirmation of the Plan.

10. In addition, unless otherwise set forth in the objection, Claims that are the subject of an objection are not entitled to vote on the Plan and, therefore, did not receive a Ballot in their Solicitation Packages. Holders of claims that are wholly unliquidated, contingent, and/or undetermined will receive a Ballot entitling such holder to vote in the amount of \$1. If you disagree with AWI's classification of, or objection to, your Claim and believe that you should be entitled to vote on the Plan, then you must (i) have timely filed a proof of Claim by the applicable Bar Date and (ii) serve on AWI's counsel at the addresses set forth in paragraph 12(b) of this notice and file with the Court a motion for an order pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure (a "**Claimant's Voting Motion**") temporarily allowing such Claim in a different amount or in a different class for purposes of voting to accept or reject the Plan. Pursuant to the Voting Procedures Order, all Claimant's Voting Motions must be filed on or before the fifteenth (15<sup>th</sup>) day after the deadline by which AWI must have served the Solicitation Packages (July 7, 2003). In accordance with Bankruptcy Rule 3018, as to any creditor filing a Claimant's Voting Motion, such creditor's Ballot will not be counted unless temporarily allowed by the Court for voting purposes, after notice and a hearing. Creditors may contact the Voting Agent toll-free at (877) 866-0655 to receive a Ballot for any Claim for which a proof of claim and a Claimant's Voting Motion have been timely filed. Claimant's Voting Motions that are not timely filed and served in the manner as set forth above shall not be considered.

11. If you hold a Claim against AWI as of June 4, 2003, the Voting Record Date as established in the Voting Procedures Order, and are entitled to vote to accept or reject the Plan, you have received with this Notice a Ballot and voting instructions appropriate for your Claim. For your vote to accept or reject the Plan to be counted, a Ballot (or a Master Ballot, in the case of a Master Ballot submitted by (i) a law firm on behalf of multiple holders of Asbestos Personal Injury Claims or (ii) a Debt Nominee on behalf of beneficial owners of Debt Securities) to accept or reject the Plan must be **actually received** by the Voting Agent (or, solely for Debt Securities, the Special Voting Agent) by the Voting Deadline. In accordance with the Voting Procedures, all Ballots other than Ballots for holders of Debt Securities are to be returned by mail to Armstrong World Industries, Inc., c/o Trumbull Services, LLC, P.O. Box 1117, Windsor, CT 06095. Ballots other than Ballots for holders of Debt Securities may also be returned by hand delivery or overnight courier to the Voting Agent, Trumbull Services, LLC, 4 Griffin Road North, Windsor, CT 06095 (Attn: Armstrong World Industries, Inc.). All Ballots for holders of Debt Securities (including record holder Ballots, Master Ballots, and prevalidated owner Ballots), except those beneficial owner Ballots that are to be returned to the Debt Nominees, are to be returned to the Special Voting Agent, Innisfree M&A Incorporated, 501 Madison Avenue, 20th Floor, New York, New York 10022 (Attn: Armstrong World Industries, Inc.).

12. Objections to the confirmation of, or proposed modifications to, the Plan, if any, must (i) be in writing, (ii) state the name and address of the objecting party and the nature of the claim or interest of such party, (iii) state with particularity the basis and nature of any objection or proposed modification, and (iv) be filed, together with proof of service, with the Court and served so that they are **actually received** no later than 4:00 p.m., Wilmington, Delaware time, on September 22, 2003 (the "**Objection Deadline**") by all of the following parties:

- a) the Clerk, 824 Market Street, Fifth Floor, Wilmington, Delaware 19801;
- b) the attorneys for AWI, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Stephen Karotkin, Esq.) and Richards, Layton & Finger, P.A., One Rodney Square, P.O. Box 551, Wilmington, Delaware 19899 (Attn: Mark D. Collins, Esq.);
- c) the attorneys for the agent for AWI's prepetition bank lenders (the "**Prepetition Lenders**"), Duane, Morris, LLP, 1 Riverfront Plaza, 2nd Floor, Newark, NJ 07102 (Attn: William S. Katchen, Esq.) and Duane, Morris, LLP, 1100 North Market Street, Suite 1200, Wilmington, Delaware 19801 (Attn: Michael R. Lastowski, Esq.);
- d) the attorneys for AWI's postpetition lenders (the "**DIP Lenders**"), Morgan, Lewis & Bockius LLP, 101 Park Avenue, New York, New York 10178 (Attn: Robert Scheibe, Esq.) and Klett Rooney Lieber & Schorling PC, The Brandywine Building, 1000 West Street, Suite 1410, P.O. Box 1397, Wilmington, Delaware 19899 (Attn: Terry Currier, Esq.);
- e) the attorneys for the Official Committee of Unsecured Creditors (the "**Creditors' Committee**"), Paul, Weiss, Rifkind, Wharton & Garrison, 1285 Avenue of the Americas, New York, New York 10019 (Attn: Andrew N. Rosenberg, Esq.) and Cozen O'Connor, Chase Manhattan Center, Suite 1400, 1201 North Market Street, Wilmington, Delaware 19801 (Attn: Mark E. Felger, Esq.);
- f) the attorneys for the Official Committee of Asbestos Claimants (the "**Asbestos PI Claimants' Committee**"), Caplin & Drysdale, Chartered, 399 Park Avenue, 36th Floor, New York, New York 10022 (Attn: Elihu Inselbuch, Esq.), Caplin & Drysdale, Chartered, One Thomas Circle, Suite 1100, Washington D.C. 20005 (Attn: Peter Van N. Lockwood, Esq.), and Campbell & Levine, 1201 Market Street, 15th Floor, Wilmington, Delaware 19801 (Attn: Aileen Maguire, Esq.);
- g) the attorneys for the Official Committee of Asbestos Property Damage Claimants (the "**Asbestos PD Committee**"), Klehr, Harrison, Harvey, Branzburg & Ellers, 919 Market Street, Suite 1000, Wilmington, Delaware 19801 (Attn: Joanne B. Wills, Esq.);
- h) the attorneys for the Future Claimants' Representative (together with the Creditors' Committee, the Asbestos PI Claimants' Committee, and the Asbestos PD Committee, the "**Committees**"), Kaye Scholer LLP, 425 Park Avenue, New York, New York 10022 (Attn: Michael J. Crames, Esq.) and Young, Conaway, Stargatt & Taylor, LLP, The Brandywine Building, 1000 West Street, 17th Floor, Wilmington Delaware 19801 (Attn: James L. Patton, Jr., Esq.); and

- i) the United States Trustee for the District of Delaware, 844 King Street, Suite 2313, Lockbox 35, Wilmington, Delaware 19801 (Attn: Frank Perch, Esq.).

Objections not timely filed and served in the manner set forth above shall not be considered and shall be overruled. AWI, the DIP Lenders, the Prepetition Lenders, and the Committees may serve replies to such objections and proposed modifications by no later than October 24, 2003.

13. Any holder of a Claim that (i) is scheduled in AWT's schedules of assets and liabilities dated January 30, 2001, or any amendment thereof, at zero or in an unknown amount or as disputed, contingent, or unliquidated, and is not the subject of a timely filed proof of claim or a proof of claim deemed timely filed with the Court pursuant to either the Bankruptcy Code or any order of the Court or otherwise deemed timely filed under applicable law or (ii) other than an Asbestos Personal Injury Claim, is not scheduled and is not the subject of a timely filed proof of claim or a proof of claim deemed timely filed with the Court pursuant to either the Bankruptcy Code or any order of the Court or otherwise deemed timely filed under applicable law, shall not be treated as a creditor with respect to such Claim for purposes of (a) receiving notices regarding, or distributions under, the Plan or (b) voting on the Plan.

14. Any party in interest wishing to obtain (i) information about the Voting Procedures or (ii) copies of the Disclosure Statement, the Plan, or the Voting Procedures Order (a) should call AWT's Special Voting Agent, Innisfree M&A Incorporated, toll-free at (877) 750-2689 or (b) may view such documents at AWT's website, at [www.armstrongplan.com](http://www.armstrongplan.com). All documents that are filed with the Court may be reviewed during regular business hours (8:30 a.m. to 4:00 p.m. weekdays, except legal holidays) at the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824 Market Street, Wilmington, Delaware 19801.

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